44247



# Florida Department of State
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# BASIC AMENDMENT

## BARTH'S WELDING CONSTRUCTION CO.

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|---|---|
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AMY Restated
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 18, 2000

BARTH'S WELDING & CONSTRUCTION CO.
4590 N HWY 19A
MT. DORA, FL 32757

SUBJECT: BARTH'S WELDING & CONSTRUCTION CO.
REF: 443247

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000017403
Letter Number: 500A00021182

Audit # H000000174037

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TALLAHASSEE, FLORIDA

# AMENDED AND RESTATED ARTICLES OF INCORPORATION

# OF

# BARTH'S WELDING & CONSTRUCTION CO.

## ARTICLE I
Name

The name and address of this corporation shall be: BARTH'S WELDING & CONSTRUCTION CO.

## ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

## ARTICLE III
Capital Stock

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 200 shares of voting stock, each with a par value of $1.00 per share, and 9,800 shares of nonvoting common stock, each with a par value of 10¢ per share. The holders of the voting common stock and nonvoting common stock shall have the same rights, privileges and powers, including but not limited to the right to participate in dividends, except the holders of the nonvoting common stock shall have no voting rights and all voting rights shall be vested exclusively in the holders of the voting common stock.

## ARTICLE IV
Directors

The names and addresses of the Director(s) is/are:

H. John Feldman, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar #0382965

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| NAME | ADDRESS |
| --- | --- |
| Robert L. Barth | 4590 North Highway 19A<br>Mount Dora, FL 32757 |
| Dorothy J. Barth | 4590 North Highway 19A<br>Mount Dora, FL 32757 |

**ARTICLE V**
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;

B. Reorganization, merger or consolidation of the corporation;

C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or

D. Dissolution of the corporation.

**ARTICLE VII**
Term of Existence

This corporation shall exist perpetually.

**ARTICLE VIII**
Directors

A. The business of the corporation shall be managed by a board of two (2) directors.

The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

**ARTICLE IX**
Effective Date

The date that corporate existence shall begin is the date of the filing of the original Articles of Incorporation, January 8, 1974.

**ARTICLE X**
Registered Office and Registered Agent

The address of the registered office of this corporation is 4590 North Highway 19A, Mount Dora, FL 32757. The name of the Registered Agent of this corporation is Robert L. Barth at the above office address.

**ARTICLE XI**
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

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The foregoing amendment was adopted by the shareholders of this Corporation on the 17th day of April, 2000, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary executed this Articles of Amendment effective this 17th day of April, 2000.

ATTEST:

Dorothy J. Barth, Secretary

BARTH'S WELDING & CONSTRUCTION CO.

By: ____________________

Robert L. Barth, President

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as Registered Agent for BARTH'S WELDING & CONSTRUCTION CO., as stated in these Articles of Incorporation.

Dated Effective: April 17, 2000.

Robert L. Barth